REQUEST: NON-COMPETITIVE AMENDMENT

APPROVED		
Commission	er of Finance & Administra	tion
Date:		

THE REQUEET CAN NOT B	s below indicates specific infor E CONSIDERED IF INFORMATI CH OF THE REQUIREMENTS IN		O IO HACCINI	ly detailed or add E, NON-RESPONS	ressed <u>as requi</u> SIVE, OR DOES	red. NOT	
RFS# 318.66-0	30						
STATE AGENCY NAME	Department of Finance and A Bureau of TennCare	Administration	n				
SERVICE CAPTION:	Managed Care organization TennCare/Medicaid Populati	which provid	es medically ne	cessary health c	are services to	the	
CONTRACT#	FA-02-14861-00		PROPOSED /	MENDMENT#	7	-	
CONTRACTOR:	Memphis Managed Care Co	rporation (TL	.C)			<u>.</u>	
CONTRACT START DATE		07/01/2001					
CURRENT: LATEST POSS (including ALL options to ex	IBLE END DATE : tend)	12/31/2005	i	·			
CURRENT MAXIMUM LIAE	BILITY:	\$1,498,600),714.43			·	· .!
LATEST POSSIBLE END C	DATE <u>WITH</u> PROPOSED AM tend)	ENDMENT:	12/31/2006				
TOTAL MAXIMUM COST (including ALL options to ex	MITH PROPOSED AMENDM tend)	ENT:	\$1,967,225,2	52.97			
APPROVAL CRITERIA:	use of Non-Competi	tive Negotia	tion is in the be	est interest of th	e state	·	· .
	only one uniquely q	ualified serv	vice provider at	ole to provide th	e service		
ADDITIONAL REQUIRED	REQUEST DETAILS BELOW	√ (address e	ach item immed	iately following t	ne requirement	text)	
(1) description of the pro	posed additional service ar	nd amendme	ent effects :				
Extends the term of current	contract as well as provide fo	unding for ter	m extension.		· · · · · · · · · · · · · · · · · · ·		
(2) explanation of need f	or the proposed amendmen	t:					a sy i s

		to anoure the stabili	ty of the TennCare Program and
We believe that it is in the best interests of the State prevent the disruption of services to TennCare enrol	to maintain this relationship lees .	io ensure the stabil	ty of the Termode Trogram and
(3) name and address of the proposed contractor (not required if proposed contractor is a state ed	or's principal owner(s): ducation institution)		
Memphis Managed Care Corporation P.O. Box 49			
Memphis, TN 38101		75.75	
(4) documentation of OIR endorsement of the N (required only if the subject service involves info	on-Competitive procurem ormation technology)	nent request:	
select one: Documentation Not Ap	pplicable to this Request	Documental	ion Attached to this Request
(5) documentation of Department of Personnel (required only if the subject service involves tra	endorsement of the Non- ining for state employees)	Competitive procur	ment request:
	pplicable to this Request	<u> </u>	tion Attached to this Request
(6) description of procuring agency efforts to it non-competitive negotiation:		是是"我们的"我们"。	。1287年1月1日 1月1日 1月1日 1月1日 1月1日 1月1日 1月1日 1月1日
This contract is not a result of non-competitive negorinterest, demonstrated specific qualifications outline currently 6 different organizations that have MCO C	Contracts.	vining.y doospool and	
(7) justification of why the F&A Commissioner	should approve a Non-Co	ompetitive Amendm	ent.
The approval of this amendment by F&A will ensur providers that provider currently has, TennCare is services to enrollees.	Confident that the continue		be served. Based on the network of nt will prevent any disruption of
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AGENCY HEAD REQUEST SIGNATURE: (must be signed by the ACTUAL procuring		•	
agency head as detailed on the Signature. Certification on file with OCR—signature by an			
authorized signatory will be accepted only in		•	
documented exigent circumstances)	SIGNATURE DATE:		•
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AMENDMENT NUMBER 7

AMENDED AND RESTATED CONTRACTOR RISK AGREEMENT BETWEEN THE STATE OF TENNESSEE, d.b.a. TENNCARE AND

MEMPHIS MANAGED CARE CORPORATION, d.b.a. TLC FAMILY CARE HEALTHPLAN

CONTRACT NUMBER: FA-02-14861-00

For and in consideration of the mutual promises herein contained and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree to clarify and/or amend the Amended and Restated Contractor Risk Agreement (CRA) by and between the State of Tennessee TennCare Bureau, hereinafter referred to as TENNCARE, and Contractor Name, hereinafter referred to as the CONTRACTOR as specified below.

Titles and numbering of paragraphs used herein are for the purpose of facilitating use of reference only and shall not be construed to infer a contractual construction of language.

1. Section 4-28 shall be deleted and replaced in its entirety so that the amended Section 4-28 shall read as follows:

4-28. Term of the Agreement

This Agreement and its incorporated attachments, if any, as well as all Amendments to this Agreement, contain all of the terms and conditions agreed upon by the parties, and when executed by all parties, supersedes any prior agreements except as stated in Section 1-7. Unless a provision contained in this Amendment specifically indicates a different effective date, for purposes of the provisions contained herein, this Amendment shall be in effect from July 1, 2001, subject to approval by the U.S. Department of Health and Human Services, Centers for Medicare & Medicaid Services. The term of this Agreement shall expire on December 31, 2005. Notwithstanding any provision herein to the contrary, this Agreement shall automatically renew for calendar year 2006 with an expiration date of December 31, 2006 unless the CONTRACTOR or the State complies with Section 4-2.(f) regarding non-renewal or unless the State approves termination of the Agreement in accordance herewith. Said renewal shall be automatic and shall not require any notice or other action.

Notwithstanding any provision herein to the contrary, the State may terminate this Agreement if the waiver governing TennCare is terminated. The documents referenced in the Agreement are on file with the CONTRACTOR and with TENNCARE and the CONTRACTOR is aware of their content. No other agreement, oral or otherwise regarding the subject matter of this Agreement, shall be deemed to exist or to bind any of the parties hereto.

2. The September 11, 1995 Amended and Restated Contractor Risk Agreement, as amended, shall be amended by deleting and replacing the date "December 31, 2004" with "December 31, 2005" in all references regarding the Stabilization Period ending December 31, 2004. This shall include, but not be limited to Sections 1-3, 3-10.h and Attachment X.D.

Amendment 7 (cont.)

All of the provisions of the original Agreement not specifically deleted or modified herein shall remain in full force and effect. Unless a provision contained in this Amendment specifically indicates a different effective date, for purposes of the provisions contained herein, this Amendment shall become effective January 1, 2005 or as of the date it is approved by the U.S. Department of Health and Human Services, Centers for Medicare & Medicaid Services.

IN WITNESS WHEREOF, the parties have by their duly authorized representatives set their signatures.

STATE OF TENNESSEE DEPARTMENT OF FINANCE AND ADMINISTRATION	MEMPHIS MANAGED CARE CORPORATION
BY: M.D. Goetz, Jr. Sc. Commissioner	BY: Al King President
DATE: 12/10/2004	DATE: 11-23-64
APPROVED BY:	APPROVED BY:
STATE OF TENNESSEE DEPARTMENT OF FINANCE AND ADMINISTRATION	STATE OF TENNESSEE COMPTROLLER OF THE TREASURY
BY: M. D. Goetz, Jr. Commissioner	BY:
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2004	\$122,140,879.32	\$ 221,581,261.65		\$ 343,722,140.97
2005	\$145,810,850.00	\$ 247,872,250.00		\$ 393,683,100,00
2006	\$145,810,850.00	\$ 247,872,250.00		\$ 393,683,100.00
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and supply to	Department of Finance a	and Administration			Bureau of TennCare	
		anders de la companya de la company		a sa	alceloentifications	Quintier all materials
MEMPHIS MA	NAGED CARE COR	PORATION (TLC)		□ v. □		
			Ser de de chimiono			
Managed Care	Organization Service	es/Medically necessa	ry Health Care Servi	ces to the TennCa	re/Medicaid Popu	ulation .
	EFFOR PUBLISHING	GEOGLICE CONTRACTOR			Carrest Proba	
7/1/01	•		,	12/31/05		
Nijomenia isa		n - Zonjed to ote solos				
318.66	415	. 134	11	☐ STARS		
			Zintoz-skog pozicije de d			Aldentika lehitaria
2002	\$107,897,462.00	\$ 189,156,600.00				ienimenis
2002	\$125,578,900.00	\$ 216,662,400.00	<u> </u>		\$	297,054,062.00
2004	\$125,578,900.00	\$ 216,662,400.00	, ,		\$	342,241,300.00 342,241,300.00
2005	\$125,578,900.00	\$ 216,662,400.00	· ·		\$	342,241,300.00
2006	\$ 62,789,450.00	\$ 108,331,200.00	, , , , , , , , , , , , , , , , , , , ,		\$	171,120,650.00
	\$547,423,612.00	\$ 947,475,000.00			\$	1,494,898,612.00
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有多种多种	Sale Sale	Baronina Es			nertenne Lives,	ALCOHOLD BECOME SCHOOL STREET
	Dean Daniel					
	729 Church Street Nashville, TN	•				
	(615)532-1362	•				
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7		\wedge) 11			
Dean Daniel 🎵	11/0 Am	12 may	7/1/02	ies il deserbite de La companyation de		
			77.700			
				Pursuant to T.C.A., S	ection 9-6-113, I, C. V	Varren Neel,
		12/31/05		there is a balance in t	ince and Administration The appropriation from	n, do hereby certify that which this obligation is
Y: 02	· Anna Common and Sunda	\$297,054,062.00	\$0.00	required to be paid th	at is not otherwise end	cumbered to pay
Y: 03		\$297,054,062.00	\$45,187,238.00	obligations previously	incurred.	
Y: 04		\$297,054,062.00	\$45,187,238.00			•
Y: 05		\$297,054,062.00	\$45,187,238.00		•	
Y: 06		\$148,527,031.00	\$22,593,619.00		,	
	BUT THE REAL PROPERTY.	\$1,336,743,279.00	\$158,155,333.00		•	•